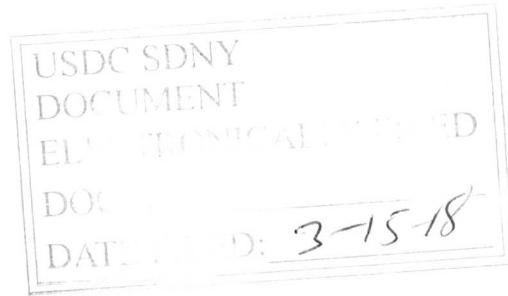


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.) Civil Civ. Action No. 12-cv-7322 (PKC)
Plaintiff,)
vs.)
UBS REAL ESTATE SECURITIES, INC.,)
Defendant.)

)



**DECLARATION OF DAVID VISHER IN SUPPORT OF REPLY TO OPPOSITIONS TO
MOTION TO INTERVENE**

David Visher declares, under penalty of perjury:

1. If all attached Declarations in Exhibits A, B, C, D, and E are executed and entered into evidence, I will stipulate to the following –
 - (a) UBS RESI and BofA are not manipulating the votes of the Trusts
 - (b) Axonic and NCUA were adversely impacted by Proposed Settlement Agreement not being higher than \$543,456,000
 - (c) Attorney fees in Proposed Settlement Agreement are reasonable

DATED: March 12, 2018

A handwritten signature in black ink, appearing to read "David Visher".

David Visher

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.) Civil Civ. Action No. 12-cv-7322 (PKC)
Plaintiff,)
vs.)
UBS REAL ESTATE SECURITIES, INC.,)
Defendant.)

)

DECLARATION OF LARRY FAZIO - NCUA

Larry Fazio declares, under penalty of perjury:

1. I am familiar with NCUA's investments in the following Trusts –

- (a) MARM 2006-OA2
- (b) MARM 2007-1
- (c) MARM 2007-3

2. The present value of the expected cash flow from those investments,

discounting at the forward LIBOR curve, would have increased had UBS RESI increased the Proposed Settlement Amount above \$543,456,000.

DATED: March ___, 2018

Larry Fazio

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.) Civil Civ. Action No. 12-cv-7322 (PKC)
Plaintiff,)
vs.)
UBS REAL ESTATE SECURITIES, INC.,)
Defendant.)

)

DECLARATION OF CLAYTON DEGIACINTO – AXONIC CAPITAL LLC

Clayton DeGiacinto declares, under penalty of perjury:

1. I am familiar with Axonic Capital LLC's investments in the following Trusts –

- (a) MARM 2006-OA2
- (b) MARM 2007-1
- (c) MARM 2007-3

2. The present value of the expected cash flow from those investments,

discounting at the forward LIBOR curve, would have increased had UBS RESI increased the Proposed Settlement Amount above \$543,456,000.

DATED: March ___, 2018

Clayton DeGianto

EXHIBIT C

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.) Civil Civ. Action No. 12-cv-7322 (PKC)
Plaintiff,)
vs.)
UBS REAL ESTATE SECURITIES, INC.,)
Defendant.)

)

DECLARATION OF DEREK LOESER – KELLER ROHRBACK LLP

Derek Loeser declares, under penalty of perjury:

1. I am familiar with NCUA's and Axonic Capital LLC's investments in the following Trusts –
 - (a) MARM 2006-OA2
 - (b) MARM 2007-1
 - (c) MARM 2007-3
2. If the Proposed Settlement Agreement is executed, the present value of the expected cash flow from those investments, discounting at the forward LIBOR curve, would increase more than \$12,586,000.

DATED: March ___, 2018

Derek Loeser

EXHIBIT D

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.) Civil Civ. Action No. 12-cv-7322 (PKC)
Plaintiff,)
vs.)
UBS REAL ESTATE SECURITIES, INC.,)
Defendant.)

DECLARATION OF WILLIAM W CHANDLER – UBS RESI

William W. Chandler declares, under penalty of perjury:

1. I believe I am familiar with UBS RESI's, as well as all entities under common control of entities controlling UBS RESI ("UBS"), investments in and agreements related to the following Trusts –

- (a) MARM 2006-OA2
 - (b) MARM 2007-1
 - (c) MARM 2007-3

2. To my knowledge, UBS does not have any investments in certificates of these Trusts nor any means to exercise or control votes in these Trusts, and I believe I would know if UBS did.

DATED: March , 2018

William W Chandler

EXHIBIT E

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2006-OA2, MASTR ADJUSTABLE)
RATE MORTGAGES TRUST 2007-1, AND)
MASTR ADJUSTABLE RATE MORTGAGES)
TRUST 2007-3.) Civil Civ. Action No. 12-cv-7322 (PKC)
Plaintiff,)
vs.)
UBS REAL ESTATE SECURITIES, INC.,)
Defendant.)

)

DECLARATION OF ELIZABETH CHEN – COUNTRYWIDE HOME LOANS, INC

Elizabeth Chen declares, under penalty of perjury:

1. I believe I am familiar with Countrywide Home Loans, Inc's ("Countrywide"), as well as all entities under common control of entities controlling Countrywide ("BofA"), investments in and agreements related to the following Trusts –
 - (a) MARM 2006-OA2
 - (b) MARM 2007-1
 - (c) MARM 2007-3
2. To my knowledge, BofA does not have any investments in certificates of these Trusts nor any means to exercise or control votes in these Trusts, and I believe I would know if BofA did.

DATED: March ___, 2018

Elizabeth Chen

